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International Resistive Company, Inc. (aka
International Resistive Company Wire & Film
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Company of Texas, LP (aka International Resistive
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Technology, Inc..*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
DPH HOLDINGS CORP., <u>et al.</u>	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Reorganized Debtors.	:
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**RESPONSE, LIMITED OBJECTION AND RESERVATION
OF RIGHTS OF THE TT GROUP TO THE REORGANIZED
DEBTORS' FORTY-SECOND OMNIBUS CLAIMS OBJECTION**

BI Technologies Corporation (“BI Technologies”), International Resistive Company, Inc. (aka International Resistive Company Wire & Film Technologies Division), International Resistive Company of Texas, LP (aka International Resistive Company Advanced Film Division), and Optek Technology, Inc. (collectively, the “TT Group”), by and through their attorneys Sonnenschein Nath & Rosenthal LLP, hereby respond (the “Response”) to the *Reorganized Debtors’ Forty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to (I) Modify and Allow Certain (A) Claims Partially Satisfied by Cure Payments and (II) Disallow and Expunge (A) A Certain Workers’ Compensation Claim and (B) Certain Books and Records Claim* (the “Forty-Second Omnibus Objection”). The TT Group is

currently working with the above-captioned reorganized debtors (the “Debtors”) to reconcile the cure payments it has allegedly received from the Debtors, and the TT Group objects to the Forty-Second Omnibus Objection and reserves all of its rights to the extent the TT Group has not received the cure payments alleged by the Debtors therein. In support of their Response, the TT Group states as follows:

Background

1. The TT Group is part of a group of companies operating under the umbrella of its ultimate UK parent, TT electronics plc. The TT Group supplies manufacturers in the automotive, defense, aerospace, telecommunications, computing and industrial electronics markets worldwide. Each of the entities within the TT Group supply or supplied electronic components that are or were used by the Debtors in the manufacturing of automobiles.

2. Upon the commencement of the above-captioned case, the TT Group timely filed proofs of claim on account of its prepetition claims against the Reorganized Debtors, which are Claim Nos. 8372, 9037, 8878 and 16255 (collectively, the “TT Group Claims”). Portions of certain of the TT Group Claims were sold to TPG Credit Opportunities Fund L.P. and TPG Credit Opportunities Investors L.P. (collectively, “TPG”).

3. TT Group Claims numbered 9037 and 8372 were modified by joint stipulations and agreed orders entered on June 13, 2008. (See Docket Nos. 13740 and 17742, respectively.)

4. On January 22, 2010, the Reorganized Debtors filed their Forty-Second Omnibus Objection, objecting to the TT Group Claims. (Docket No. 19357). The Reorganized Debtors allege that they partially satisfied the TT Group Claims with certain cure payments and that the TT Group Claims should be reduced and modified to reflect those payments.

Protective Response

5. Because of the ongoing business relationship between the TT Group and the Debtors and their successors throughout the life of these cases, numerous payments have been made by the Debtors to the TT Group in the ordinary course of business. The TT Group is in the process of reconciling those payments in an effort to identify which, if any, cure payments may have been made. Counsel for the TT Group has conferred with counsel for the Debtors and was instructed to -- at least initially -- refer questions about the reconciliation process to the Debtors' business representatives. The TT Group will continue the reconciliation process with the Debtors' business representatives, as instructed by the Debtors, and will consult with the Debtors with a view toward resolving the Forty-Second Omnibus Objection consensually.

6. Out of an abundance of caution and because the business representatives of the Debtors and the TT Group have not completed the reconciliation process, however, the TT Group files this protective objection and reservation of rights with regard to the Forty-Second Omnibus Objection to the extent the information set forth therein is incorrect, to the extent the TT Group has not received a cure payment and/or to the extent a TT Group Claim has not been satisfied as set forth in the Forty-Second Omnibus Objection.¹ At a minimum, the Forty-Second Omnibus Objection should be denied with respect to the TT Group Claims until the Debtors more clearly (a) describe which payments are alleged to have been made as cure payments and when, and (b) identify on account of which purportedly executory contracts cure payments are to have been made.

¹ In addition, BI Technologies understands that the Debtors have purportedly placed one cure payment which was to have been made to BI Technologies in escrow pending resolution of an issue related to the purported assumption and assignment of a contract during the course of the Debtors' bankruptcy cases. BI Technologies specifically reserves all of its rights, including, without limitation, with respect to the purported cure payment, and the purported assumption and assignment of contracts to which BI Technologies is alleged to be a party.

Reservation of Rights

7. The TT Group understands that by filing this objection, the February 25, 2010 hearing will be adjourned with regard to the TT Group Claims to, among other things, allow the parties an opportunity to resolve the Forty-Second Omnibus Objection. Nonetheless, as the TT Group is still in the process of reviewing and reconciling the TT Group Claims in light of the Debtors' assertions in the Forty-Second Omnibus Objection, the TT Group expressly reserves all of its rights with respect to the TT Group Claims, including and without limitation, the right to supplement, modify and/or withdraw this protective response in whole or in part as more information is discovered.

WHEREFORE, the TT Group respectfully requests that any Order entered by the Court in connection with the Forty-Second Omnibus Objection preserve for the TT Group its rights to respond to the Forty-Second Omnibus Objection insofar as the TT Group Claims are concerned, and for such other and further relief as is just and proper.

Dated: February 17, 2010
New York, New York

SONNENSCHEIN NATH & ROSENTHAL LLP

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